

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

CITY OF LAKELAND EMPLOYEES PENSION PLAN, Individually and on Behalf of All Others Similarly Situated,)	Case No. 1:10-cv-06016
)	
Plaintiff,)	<u>CLASS ACTION</u>
)	
vs.)	Assigned to: Judge John J. Tharp, Jr.
BAXTER INTERNATIONAL INC., et al.,)	
)	
Defendants.)	
)	

DECLARATION OF CAROLE K. SYLVESTER REGARDING (A) MAILING OF THE NOTICE OF
PENDENCY OF CLASS ACTION AND PROPOSED SETTLEMENT, MOTION FOR ATTORNEYS'
FEES AND SETTLEMENT FAIRNESS HEARING AND THE PROOF OF CLAIM AND RELEASE
FORM, (B) PUBLICATION OF THE SUMMARY NOTICE, (C) INTERNET POSTING, AND (D)
REQUESTS FOR EXCLUSION RECEIVED TO DATE

I, CAROLE K. SYLVESTER, declare:

1. I am employed as the Notice Manager of Gilardi & Co. LLC (“Gilardi”), located at 3301 Kerner Blvd., San Rafael, California. Pursuant to its September 18, 2015 Order Preliminarily Approving Settlement and Providing for Notice (the “Order”), the Court authorized Gilardi to supervise and administer the notice procedure. *See* Dkt. No. 293.

2. I submit this declaration in order to provide the Court and the parties to the above-captioned litigation (the “Action”) with information regarding: (i) mailing of the Notice of Pendency of Class Action and Proposed Settlement, Motion for Attorneys’ Fees and Settlement Fairness Hearing (the “Notice”) and the Proof of Claim and Release form (the “Proof of Claim”) (collectively, the “Claim Package”), (ii) posting of those documents on the website dedicated to the Action, (iii) publication of the Summary Notice, and (iv) requests for exclusion from the Class received to date. True and correct copies of the Notice and Proof of Claim are attached hereto as Exhibits A and B, respectively. The Notice, Proof of Claim, and Summary Notice are in the forms approved by the Court.

3. I am over 21 years of age and am not a party to this Action. I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

MAILING OF THE NOTICE AND PROOF OF CLAIM

4. In accordance with the Order, Gilardi obtained from the transfer agent for Baxter International Inc. (“Baxter”) a list of persons who purchased or otherwise acquired Baxter common stock during the period from June 10, 2009 through and including May 3, 2010. The list was reviewed to identify and eliminate duplicate entries and incomplete data, resulting in a usable mailing list of 23,376 unique names and addresses. Gilardi had the unique name and address data printed on to Claim Packages, posted the Claim Packages for First-Class Mail

prepaid, and delivered 23,376 Claim Packages on October 9, 2015, to the United States Post Office located in Santa Rosa, California.

5. In addition, on October 9, 2015, as part of its normal mailing procedures, Gilardi also mailed Claim Packages and cover letters to 252 brokerages, custodial banks, and other institutions (“Nominal Holders”) that hold securities in “street name” as nominees for the benefit of their customers who are the beneficial owners of the securities. The Nominal Holders also include a group of filers/institutions who have requested notification of every securities case. These Nominal Holders are included in a proprietary database created and maintained by Gilardi. In Gilardi’s experience, the institutions included in the list of 252 Nominal Holders represent a significant majority of the beneficial holders of securities. The cover letter accompanying the Claim Package advised the Nominal Holders of the proposed settlement and requested their cooperation in forwarding the Claim Package to potential Class Members. In the over 25 years that Gilardi has been providing notice and claim administration services in securities class actions, Gilardi has found the majority of potential class members hold their securities in street name and are notified through the Nominal Holders. A copy of the letter dated October 9, 2015, sent to Nominal Holders in this case, is attached hereto as Exhibit C.

6. On October 9, 2015, Gilardi also mailed Claim Packages and cover letters to the 4,193 institutions included on the U.S. Securities and Exchange Commission’s list of active brokers and dealers.

7. On October 9, 2015, Gilardi delivered electronic copies of the Claim Package to 446 registered electronic filers who are qualified to submit electronic claims. These filers are primarily institutions and third-party filers who typically file numerous claims on behalf of beneficial owners for whom they act as trustees or fiduciaries.

8. As part of the notice campaign for this settlement, Gilardi caused the Claim Package to be published by the Depository Trust Company (“DTC”) on the DTC Legal Notice System (“LENS”). LENS enables the participating bank and broker nominees to review the Claim Package and contact the Claims Administrator for copies of the Claim Package for their beneficial holders.

9. Gilardi has also acted as a repository for shareholder and nominee inquiries and communications received in this Action. In this regard, Gilardi has forwarded the Claim Package on request to nominees who held Baxter common stock for the beneficial interest of other persons. Gilardi has also forwarded the Claim Package directly to beneficial owners upon receipt of the names and addresses from such beneficial owners or nominees.

10. To date, in response to the outreach efforts described above, Gilardi has received 40 responses that included computer files listing a total of 263,889 names and addresses of potential Class Members. Gilardi also received 15 responses that included mailing labels with names and addresses for mailing to 3,855 additional potential Class Members. In addition, 12 institutions requested that Gilardi send them a total of 96,706 Claim Packages, which they indicated they would mail directly to their clients who might be Class Members.

11. As of the date of this declaration, Gilardi has mailed a total of 392,717 Claim Packages to potential Class Members and nominees.

TELEPHONE HOTLINE AND WEBSITE

12. Gilardi established and continues to maintain a toll-free telephone number to accommodate potential Class Member inquiries. This toll-free number, 1-877-255-2630, became operational on October 9, 2015. All inquiries to the toll-free number have been and will continue to be promptly responded to.

13. To further assist potential Class Members, Gilardi established and maintains a website dedicated to the Action (www.baxtersecuritiessettlement.com). Pursuant to the Order, on October 9, 2015, Gilardi posted to the website the Notice, the Proof of Claim, the Amended Settlement Agreement, and the Order which can be accessed and downloaded at any time.

PUBLICATION OF THE SUMMARY NOTICE

14. In accordance with the Order, Gilardi caused the Summary Notice to be published in *Investor's Business Daily* and transmitted over the *PR Newswire* on October 15, 2015, as shown in the Affidavits of Publication attached hereto as Exhibit D.

REPORT ON EXCLUSION REQUESTS RECEIVED TO DATE

15. In accordance with the Order and as set forth in the Notice, persons who wish to exclude themselves from the Class are required to do so in writing so that the request is postmarked no later than December 18, 2015. As of the date of this declaration, Gilardi has received six requests for exclusion attached hereto as Exhibit E.

I declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed this 4th day of December 2015, at San Rafael, California.


CAROLE K. SYLVESTER

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on December 4, 2015, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system. The electronic case filing system sent a “Notice of Electronic Filing” to the attorneys of record who have consented in writing to accept this notice as service of this document by electronic means.

/s/ Robert J. Robbins

ROBERT J. ROBBINS

Mailing Information for a Case 1:10-cv-06016 City of Lakeland Employees Pension Plan v. Baxter International Inc. et al

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

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Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)